

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

Delphi Corporation, et al., : Chapter 11 Case
Case No. 05-44481 (RDD)
(Jointly Administered)

Debtors. : Delphi Automotive Systems LLC
Case No. 05-44640

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Claim No. 16255

**NOTICE OF PARTIAL TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)**

TO: TT electronics plc, for itself and, as agent for and on behalf of its wholly owned subsidiary, International Resistive Company of Texas, LP (aka International Resistive Company Advanced Film Division) ("Transferor")
Clive House
12-18 Queens Road
Weybridge Surrey
United Kingdom KT139XB
Attn: David Matthews

1. Please take notice of the transfer of \$837,528.90 of your claim against Delphi Automotive Systems LLC, represented by the Proof of Claim referenced above, together with all applicable interest, fees and expenses related thereto (the "Transferred Claim") to:

TPG Credit Opportunities Fund, L.P. ("Transferee")
c/o TPG Credit Management, L.P.
4600 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402
Attention: Shelley Hartman

2. No action is required if you do not object to the transfer of the Transferred Claim as described above.
IF YOU OBJECT TO THE TRANSFER OF THE TRANSFERRED CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER with:**

Clerk of the Court
United States Bankruptcy Court
Southern District of New York
615-3 Alexander Hamilton House
One Bowling Green
New York, NY 10004

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEE**

-- Refer to **INTERNAL CONTROL NO.** ____ in your objection.

3. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFeree WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

Dated: _____, 2007

Clerk of the Court

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on 2007.

INTERNAL CONTROL NO. _____

Copy Claims Agent: _____ Transferee: _____ Debtor's Attorney: _____

Deputy Clerk

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: International Resistive Company of Texas, LP (aka International Resistive Company Advanced Film Division) c/o TT electronics plc

International Resistive Company of Texas, LP (aka International Resistive Company Advanced Film Division), with offices located at c/o TT electronics plc, Clive House, 12-18 Queens Road, Weybridge Surrey, United Kingdom KT139XB ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to TPG Credit Opportunities Fund L.P., its successors and assigns, with offices located at 4600 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402 ("Buyer"), all right, title and interest in and to the claims of Seller against Delphi Automotive Systems, LLC (Case No. 05-44640), docketed as Claim No. 16255 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 05-44481 (Jointly Administered) to the extent of \$837,528.90 only.

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the 18th day of December, 2006.

TPG Credit Opportunities Fund, L.P.,
as Buyer

By: TPG Credit Opportunities Fund G.P., L.P.
Its: General Partner

By: Julie K. Braun
(Signature of authorized corporate officer)

Name: Julie K. Braun
Title: Vice President
Tel.: 612-851-3008

TT electronics plc, as agent for International Resistive Company of Texas, LP (aka International Resistive Company Advanced Film Division)

By: _____
(Signature of authorized corporate officer)

Name:
Title:
Tel.:

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: International Resistive Company of Texas, LP (aka International Resistive Company Advanced Film Division) c/o TT electronics plc

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TPG Credit Opportunities Fund, L.P.,
as Buyer

By: TPG Credit Opportunities Fund G.P., L.P. Its: General Partner

By: _____
(Signature of authorized corporate officer)

Name:
Title:
Tel.:

TT electronics plc, as agent for International Resistive Company of Texas, LP (aka International Resistive Company Advanced Film Division)

By: DPMattew
(Signature of authorized corporate officer)

Name: DPMattew
Title: Group Financial Controller
Tel.: 011 44 1932 841316